

Struve Clayton A
Form 4
January 02, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Struve Clayton A

2. Issuer Name and Ticker or Trading Symbol
PRESSURE BIOSCIENCES INC
[pbio]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
175 W JACKSON BLVD, SUITE 440
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2012

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

CHICAGO, IL 60604

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| common stock | 12/28/2012 | | J ⁽¹⁾ | | 1,000,000 ⁽¹⁾ | D | 228,600 ⁽³⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Series H Convertible Preferred | (4) | 12/28/2012 | | J(1) | 10,000 | (5) (5) | common stock 1,000,000 (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------|
| | Director | 10% Owner | Officer | Other |
| Struve Clayton A 175 W JACKSON BLVD SUITE 440 CHICAGO, IL 60604 | | X | | |
| CSS LLC/IL 175 WEST JACKSON BLVD SUITE 440 CHICAGO, IL 60604 | | | | indirect owner (a) |

Signatures

| | |
|---------------------------------|------------|
| Clayton A Struve | 01/02/2013 |
| **Signature of Reporting Person | Date |
| mittchell r bialek | 01/02/2013 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

 Reporting Person has exchanged shares of common stock for Series H Convertible Preferred at a conversion ratio of one (1) preferred share to 100 common shares. Reporting Person has exchanged 1, 000,000 common shares for 10,000 Series H Convertible Preferred. This is a non-cash transaction. The Series H Convertible Preferred contains a limitation on conversion which prevents the Reporting Person from converting any Series H Convertible Preferred if, after giving effect to the conversion, the Reporting Person would beneficially own more than 4.99% of the outstanding shares of Common Stock. The Reporting Person may elect to increase this limitation to 9.99%, 14.99% or 19.99%, upon not less than 61 days prior written notice to the Company. The Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest in such securities.
- (1) Reporting Person paid \$0.8025 per share for common stock, since this is was a non-cash exchange of common stock for the Series H Convertible Preferred the reported price was the closing price of Company's common stock on the date of the exchange - \$0.24. The Series H Convertible Preferred is convertible to common stock at a conversion price of \$0.8025/share

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- (3) 51,665 directly and 176,935 indirectly through css, llc
- (4) Conversion ratio of one (1) series H preferred share to 100 common shares, based on conversion price at \$0.8025/share.
The Series H Convertible Preferred contain a limitation on conversion which prevents the Reporting Person from converting any Series H Convertible Preferred if, after giving effect to the conversion, the Reporting Person would beneficially own more than 4.99% of the outstanding shares of Common Stock. The Reporting Person may elect to increase this limitation to 9.99%, 14.99% or 19.99%, upon not less than 61 days prior written notice to the Company
- (5)

Remarks:

(a) Reporting Person, Clayton A Struve, is a member manager of CSS, LLC and has an indirect beneficial ownership of shares

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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